



## **CONSTITUTION OF PORT STEPHENS THIRD AGE LEARNING INC**

### **1. INTERPRETATION**

In this Constitution:

- 1.1. The "Association" means Port Stephens Third Age Learning Incorporated. A not for profit organization.
- 1.2. The "*Model Constitution*" refers to the model constitution published in Schedule 1 of the *NSW Associations Incorporation Regulation 2016 of the Associations Incorporation Act, 2009* and will apply to all matters that are not explicitly addressed in this Constitution.

### **2. AIMS AND OBJECTIVES**

The aims and objectives of the association are:-

- 2.1. To provide educational and recreational activities for retired and semi-retired residents of the Port Stephens area.
- 2.2. To promote information and knowledge sharing between and for mature age people in the Port Stephens area.
- 2.3. Create a community of scholarship in which there is no distinction between those who inform and those wishing to learn.
- 2.4. Encourage members' personal development, enquiring, learning, researching and sharing of information and knowledge.

### **3. MEMBERSHIP**

- 3.1. The membership of the association shall be open to all persons who are retired or semi-retired and who accept the objectives and rules of the association. No formal academic qualifications are required.
- 3.2. An application for membership must be in writing on the Association membership form.
- 3.3. The Initial Joining Fee and Membership Fee for the ensuing twelve months shall be fixed at the annual general meeting. Such fees to be paid upon admission to membership.

- 3.4. Membership is maintained by paying the annual membership fee with renewals payable following each Annual General Meeting.
- 3.5. Members joining part way through the year will be charged pro-rata fees as determined by the Management Committee.
- 3.6. A Register of Members of the association shall be established and maintained by the Public Officer.
- 3.7. The liability of a member to contribute to the liabilities and debts of the association, or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of the association as required by rule 3.3 and 3.4.
- 3.8. Disciplining of members shall be the responsibility of the Management Committee and, where not inconsistent with this constitution, shall be exercised in accordance with the provision of the Model Constitution.
- 3.9. Disputes between members or between members and the Association shall be resolved according to the provisions of the Model Constitution.

#### **4. MANAGEMENT COMMITTEE**

- 4.1. The Management Committee shall be elected by the members of the association at the Annual General Meeting each year, to administer the general running of the organisation, including finances and other matters of administration. All members are eligible to present themselves, after due nomination, for election to this committee.
- 4.2. The Management Committee shall consist of a President, Vice-President, Treasurer and Secretary, plus a minimum of three (3) other members.
  - 4.2.1. **The Secretary**
    - 4.2.1.1. Shall keep minutes in written or electronic form of:
      - a. All appointments of office bearers and members to Committee
      - b. Attendance at committee meetings
      - c. Proceedings at committee and general meetings
    - 4.2.1.2. Shall present minutes to be signed by chairperson either in person or electronically
    - 4.2.1.3. Shall notify members of upcoming meetings
  - 4.2.2. **The Treasurer**
    - 4.2.2.1. Shall ensure:
      - a. That all money due is collected and all payments authorised by the association are made
      - b. That correct books and accounts are kept showing the financial affairs of the association
- 4.3. One member of the Management Committee shall be appointed by the Committee to act as Public Officer

- 4.4.** The grounds upon which a vacancy on the committee may be declared during its tenure are either
- c. The death OR
  - d. The resignation of a member OR
  - e. Cessation of membership
- 4.5.** In the event of a casual vacancy occurring in the membership of the Management Committee, the President, with the concurrence of the existing members of the Management Committee, may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the next AGM.
- 4.6.** The quorum for a meeting of the Management Committee shall be three (3) members.
- 4.7.** Meetings of the Management Committee shall be held at least three (3) times a year or more frequently as determined by a simple majority of members of the Committee. An agenda notice shall be created and sent to committee members at least 48 hours prior to a meeting.
- 4.8.** At the Committee meetings:
- a. The President, or in the President's absence, the Vice President is to preside or
  - b. If the President or Vice President are absent or unwilling to act, one of the remaining members shall be chosen by the Committee to preside
- 4.9.** There is no limit on the number of consecutive terms which an office bearer or Committee member may serve.

## **5. GENERAL MEETINGS**

### **5.1. Annual General Meeting of the Association**

- 5.1.1. The annual General Meeting of the incorporated association will be held in November each year or at such time after the end of the Association's financial year but prior to December 31 as the Management Committee sees fit. At this meeting the annual reports will be received from the President and Treasurer.
- 5.1.2. Members will be notified of this meeting at least fourteen (14) days prior to the meeting, and such notice shall indicate the place, time and agenda of business items.

### **5.2. General Meetings**

- 5.2.1. General Meetings of the association will be held as required and determined by the Management Committee. Such meetings will consider:-
- a. General Business matters including financial reports
  - b. Reception of a talk or address on matters of a general interest.

5.2.2. All General Meetings will be subject to notice being given to members at least fourteen (14) days prior to the meeting date.

### **5.3. Special General Meeting**

A Special General Meeting may be convened by the Secretary:-

- c. By direction of the Management Committee OR
- d. Upon receipt of a written request by five (5) members of the Management Committee OR
- e. Upon the receipt of a written request by not less than 10% of the financial members

5.3.1. Such meetings must be held within four (4) weeks of the request being received.

5.3.2. Notice of such meeting shall be given fourteen (14) days before the meeting and shall indicate the business agenda items.

**5.4. The quorum** for an Annual General Meeting, General Meeting or Special General Meeting shall be 15% of the financial membership.

**5.5.** Each financial member of the association may cast his/her vote in person. No provision is made for electronic or postal voting.

**5.6.** Proxy voting is not provided for.

## **6. FINANCES OF THE ASSOCIATION**

**6.1.** The sources of income for the association will be by means of a joining fee and an annual subscription paid by members in accordance with rule 3.3 and by fund raising activities, if required, as the Committee of Management may from time to time decide. Grants from outside bodies, including but not limited to, the Port Stephens Council may be sought.

**6.2.** An account shall be opened in the name of the association into which all monies received will be deposited. Cheques drawn on the account shall be signed by any two (2) of the following: President, Vice President, Secretary, Treasurer.

**6.3.** The Treasurer shall present a financial statement to each meeting of the Management Committee and each ordinary meeting of the general membership.

**6.4.** The financial year for the Association shall be from October 1 to September 30.

**6.5.** An annual statement of accounts for the year shall be presented to the Annual General Meeting of the association.

**6.6.** A copy of the Annual Accounts shall be forwarded to the New South Wales Department of Fair Trading together with the appropriate fees.

## **7. ALTERATION OF CONSTITUTION**

**7.1.** This constitution may be altered, rescinded or added to only by special resolution of the association, and then only by a three quarters majority of the financial members present, provided that twenty one (21) days notice has been given to all members in writing.

**7.2.** Any alteration to this constitution shall be notified to the NSW Department of Fair Trading together with the relevant fee applicable at that time.

## **8. CUSTODY OF THE BOOKS**

**8.1.** Except as otherwise provided for in these rules the Public Officer shall keep in his or her custody those books and records designated in the Model Constitution.

**8.2.** The records, books and other documents shall be open for inspection, free of charge, to any financial member of the association at a reasonable hour.

**8.3.** Access to records may be refused in order to protect personal information.

## **9. DISSOLUTION OF THE ASSOCIATION**

**9.1.** The association may be dissolved by a resolution passed at the Annual General Meeting or any Special General Meeting, providing that fourteen (14) days notice in writing has been given to all financial members for notice of dissolution.

**9.2.** One cause for dissolution shall be if the membership of the association falls below ten (10) financial members. This is not automatic, as part (1) of this rule must still apply.

**9.3.** In the event of dissolution, any existing funds shall be used to pay outstanding debts or obligations.

**9.4.** Any remaining funds shall be donated to local charities in the Port Stephens area at the discretion of the Management Committee at the time of dissolution.

Ratified at Salamander Bay

This ..... day of ..... 2017